

August 7, 2020

VIA ECF

Honorable Gregory H. Woods
U.S. District Court for the Southern District of New York
Daniel Patrick Moynihan United States Courthouse
500 Pearl Street, Room 2260
New York, NY 10007

**Re: *Wilmington Trust, National Association v. Hudson's Bay Company, et al.*;
Case No. 1:20-cv-03830-GHW**

Dear Judge Woods,

We write on behalf of the parties in response to the Court's Order dated August 3, 2020 (Dkt. No. 48), extending the time for the parties to submit a joint letter regarding the Court's subject matter jurisdiction. The parties have continued to investigate whether one of the Defendants has the same citizenship as Plaintiff, and have been able to obtain a confidential declaration from Abrams Capital Management ("Abrams Capital") indicating that a trust that is the sole member of a client of Abrams Capital is a traditional estate planning trust, and not a statutory or business trust, with a Delaware trustee. Therefore, it appears that one of the Defendants has the same citizenship as Plaintiff for purposes of determining whether there is complete diversity of citizenship. *See Raymond Loubier Irrevocable Tr. v. Loubier*, 858 F.3d 719, 729-31 (2d Cir. 2017).

In light of the information provided by Abrams Capital in its confidential declaration, and without waiving (and, in fact, expressly reserving) any and all rights, Plaintiff intends to file a voluntary notice of dismissal without prejudice of this action pursuant to Rule 41(a)(1)(A)(i) of the Federal Rules of Civil Procedure.

Respectfully submitted,

By: /s/ Michael J. Hampson

Michael J. Hampson
Michael T.G. Long
Sheila A. Sadighi
Lowenstein Sandler LLP
1251 Avenue of the Americas
New York, New York 10020
Tel. 212.262.6700

By: /s/ Jeffrey B. Korn

Tariq Mundiya
Jeffrey B. Korn
Randall W. Jackson
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, New York 10019
(212) 728-8000

mhampson@lowenstein.com
mlong@lowenstein.com
ssadighi@lowenstein.com

tmundiya@willkie.com
jkorn@willkie.com
rjackson@willkie.com

and

Counsel for Defendants

Craig A. Welin
Frandzel Robins Bloom & Csato, L.C.
1000 Wilshire Boulevard, 19th Floor
Los Angeles, CA 90017-2427
Tel. (323) 852-1000
cwelin@frandzel.com

Counsel for Plaintiff